

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Ulta Salon Cosmetics & Fragrance, Inc.		08/31/2010	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Wells Fargo Bank, National Association		
Street Address:	One Boston Place, 18th Floor		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02108		
Entity Type:	Association: UNITED STATES		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	77579924	ULTA.COM YOUR ONLINE DESTINATION	
Serial Number:	77806639	WINDOWS OF LOVE	
CORRESPONDENCE DATA			
Fax Number:	(202)408-3141		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	800-927-9801 x2348		
Email:	jpaterso@cscinfo.com		
Correspondent Name:	Corporation Service Company		
Address Line 1:	1090 Vermont Avenue NW, Suite 430		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20005		
NAME OF SUBMITTER:	Jean Paterson		
Signature:	/jep/		
Date:	11/18/2010		

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TRADEMARK
 REEL: 004418 FRAME: 0557

Total Attachments: 5

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GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

August 31, 2010


FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, ULTA SALON COSMETICS & FRAGRANCE, INC., a Delaware corporation with an address at 1000 Remington Boulevard, Bolingbrook, Illinois 60440 (the "Grantor"), hereby grants to WELLS FARGO BANK, NATIONAL ASSOCIATION, a national association with offices at One Boston Place, 18th Floor, Boston, MA 02108 (the "Grantee") for itself and the ratable benefit of the Lenders (as defined in the Loan and Security Agreement referred to below), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all proceeds and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Loan and Security Agreement by, among others, the Grantor and the Grantee, dated as of August 31, 2010 (as amended, modified, restated and/or supplemented from time to time, the "Loan and Security Agreement").

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Loan and Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Loan and Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Loan and Security Agreement, the provisions of the Loan and Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned has executed this Grant as of the date first set forth above.

ULTA SALON COSMETICS & FRAGRANCE, INC.,
as Grantor

By: 
Name: _____
Title: _____

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Grantee

By: _____
Name: _____
Title: _____

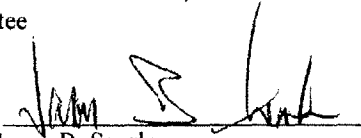
[Signature Page to Grant of Security Interest in U.S. Trademarks]

IN WITNESS WHEREOF, the undersigned has executed this Grant as of the date first set forth
above.

ULTA SALON COSMETICS & FRAGRANCE, INC.,
as Grantor

By: _____
Name:
Title:

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Grantee

By: 
Name: Jason B. Searle
Title: Director

[Signature Page to Grant of Security Interest in U.S. Trademarks]

SCHEDULE A

Owned Trademarks Registered with the United States Patent and Trademark Office

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
INFINATIV	2,871,861 ✓	8/10/04
FORMATIV	3,024,270 ✓	12/6/05
ULTA.COM	2,631,363 ✓	10/8/02
ULTA SALON-COSMETICS-FRAGRANCE	2,531,889 ✓	1/22/02
ULTA	2,504,336 ✓	11/6/01
WHAT A WOMAN WANTS.	2,504,333 ✓	11/6/01
BASICALLY U	2,598,439 ✓	7/23/02
ULTA 3	1,681,577 ✓	3/31/92 (Renewed 3/31/02)
ULTA SALON-COSMETICS-FRAGRANCE (Stylized)	2,531,885 ✓	1/22/02
SALON AT ULTA (and Design)	3,719,551 ✓	12/1/09
THE SALON AT ULTA	3,7166,06 ✓	11/24/09
ULTA BEAUTY	3,262,918 ✓	7/10/07
ULTA BEAUTY (and Design)	3,311,177 ✓	10/16/07
ULTA BEAUTY (and Design)	3,311,178 ✓	10/16/07
ULTA.COM	2,631,363 <i>dup</i>	10/8/02
YOUR BEAUTY DESTINATION	3,796,631 ✓	6/1/10

Owned Trademark Applications Pending with the United States Patent and Trademark Office

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
ULTA.COM YOUR ONLINE DESTINATION	77/579924	9/26/08
WINDOWS OF LOVE	77/806639	9/18/09